

THE MARYLAND SHEEP BREEDERS ASSOCIATION INCORPERATED

BY LAWS

ARTICLE I

Section 1 – Name

1. The name of the corporation (which is hereinafter called the “Association”) is THE MARYLAND SHEEP BREEDERS ASSOCIATION, INCORPERATED.

Section 2 – Purpose

1. The purpose of the Association are set forth in its Articles of Incorporation executed October 21, 1952, the original of which is recorded as one of the Charter Records of the State Tax Commission of Maryland in Liber 400, folio 375. The purposes have been amplified for clarity and understanding as follows:
 - a. To promote the sheep industry.
 - b. To encourage higher standard of quality of lamb and wool through programs and activities.
 - c. To expose the public to quality lamb and wool.
 - d. To educate land owners of the advantages of sheep raising to agriculture.
 - e. To educate 4-H and FFA members and young farmer groups to the advantages of sheep raising to agriculture.
 - f. To further experimental and research work on the part of the “State Agricultural Experimental Station” in regard to sheep.
 - g. To plan and conduct sheep tours, shows and sales for the benefit of the members.
 - h. To coordinate activities with other agriculture groups.
 - i. To acquire by purchase or in any other manner take, hold, own, lease, sell, exchange or transfer or in any manner dispose of articles of personal property related to these programs and activities.
 - j. To inform members of these programs and activities through the publication of a newsletter (currently published by-monthly)
 - k. For the mutual benefits that may accrue to the members, resulting from an exchange of ideas and information
 - l. To represent the membership at the state, regional, or national level.
 - m. To raise funds for carrying out the purposes set forth herein, and conducting the Association.
 - n. In general, to engage in or carry on anywhere any other business, objects or purposes in connection with the a foregoing, and to have and exercise all the powers conferred by the Laws of Maryland upon corporations formed therein, and to alone or with others do any or all things herein set forth to the same extent as a natural person might or could do.

Section 3 – Existence

1. The Association shall have perpetual existence in accordance with the general corporation laws of the State of Maryland and shall be governed and administered pursuant to those laws.

Section 4 – Dissolution

1. The property of the Association is irrevocably dedicated to the purposes of the Association. Upon the dissolution or other termination of the Association, no part of the property of the Association or any other proceeds shall be distributed to or inure to the benefits of any of the members, officers or directors of the Association, but all such property and proceeds subject to the discharge of valid obligations of the Association, shall be paid over and distributed unto one or more corporations, trusts, funds or foundations organized and operated exclusively for agricultural purposes, no part of the net earnings to inure to the benefit of any private shareholder, member or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation, or which does not participate or to intervene in any political campaigning on behalf of any candidate or public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501 (c) (5) of the Internal Revenue Code of 1954.

ARTICLE II

Section 1 – Membership

1. Membership to the Association shall be open to residents and non-residents of the State of Maryland.
2. The Association shall consist of individual members and honorary members
 - a. An active member shall be a person who qualifies as such by payment of annual dues (currently \$15.00) to the Association as may be designated or approved by the Board from time to time and by election of the Board of Directors of the Association.
 - b. An honorary member shall be a person who qualifies as such as being distinguished for sheep industry or agricultural achievements, by election of the Board of Directors of the Association, and by submitting written acceptance. An honorary member shall be entitled to the benefits of an active member but shall be exempt from the payment of annual dues.
3. Membership may be terminated by the Board of Directors (a) upon resignation of a member in good standing or, (b) if one years dues are in arrears, or (c) for other good and just cause.
4. The membership year and the fiscal year of the Association shall begin on October 1 of the year and end on September 30 of the following year.

ARTICLE III

Section 1 – Board of Directors

1. The business and affairs of the Association shall be administered and managed by a Board of Directors elected by the membership. The Board may exercise all of the powers of the Association granted by law to corporations, except as may be the Articles of Incorporation or these By-Laws be conferred upon or reserved to the membership.
2. The Board of Directors shall consist of elected Officers, the immediate past President and twelve (12) Directors, all of whom shall be elected by and from the membership at the annual meeting.

3. The term of office of each of the twelve (12) Directors shall be for three (3) years except that the terms shall be staggered so that the terms of one third of the Directors shall expire each year. Directors shall be ineligible for re-election as a Director, but not as an Officer, for a period of one year.
4. The Board of Directors shall meet not less than quarter-annually, the first meeting to be held prior to the end of the calendar year, at such place and time and upon such notice as the Board may determine. In the absence of other provision, meetings of the Board may be called by the President or by any five (5) members of the Board upon written notice mailed to each member of the Board not less than ten (10) days before each meeting.
5. Nine (9) members of the Board of Directors shall constitute a quorum for the transaction of business; a simple majority vote of those voting shall be sufficient for approval of business.
6. A written report of all proceedings and actions of the Board of Directors shall be mailed to each Director following every meeting.
7. Any Director or Officer absent from three (3) consecutive meetings may be considered to have resigned at the election of the Board and the Board may appoint a successor.
8. In addition to the general powers of the Board of Directors provided by law or the Articles of Incorporation or otherwise in these By-Laws, the Board shall:
 - a. Review and pass upon the programs and actions of all committees;
 - b. Adopt an annual budget upon the advise of the Treasurer and Finance Chairmen;
 - c. Fill any vacancies or unexpired terms among the Board of Directors, Officers or committees until the next annual or special meeting of the membership of the Association;
 - d. Designate an audit annually of the books and accounts of the Association and render a report thereon;
 - e. Establish such other rules of procedure as may be required from time to time.

Section 2 – Executive Committee

1. In the intervals between meetings of the Board of Directors, the powers and duties of the Board shall be exercised by an Executive Committee consisting of the Officers and the Immediate Past President of the Association with the President serving as Chairman.
2. The Executive Committee shall meet at such time and place and upon such notice as the Committee may determine. In the absence of other provision, the Executive Committee shall meet by its own resolution, resolution of the Board of Directors or call by the Chairman or any member of the Committee upon notice to each member of the Committee at least one day before each meeting.
3. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business; a simple majority vote of those voting shall be sufficient for approval of business.
4. The Executive Committee shall report all proceedings and actions to the Board at the next succeeding Board meeting. Such actions shall be subject to ratification, revision, or alternation by the Board, provided that the rights of third parties shall not be affected by any such revision or alteration.
5. The Executive Committee may be discontinued by a vote of the Board.

Section 3 – Officers

1. The Officers of the Association shall be a President, a Vice President, Secretary and Treasurer, all of whom shall be elected by and from the membership at the annual meeting.
2. The term of office of each Officer shall be for one (1) year. Officers shall be eligible for re-election.
3. The President shall be the chief executive officer of the Association and shall perform such functions as are incident to this office or shall be prescribed by the Board of Directors. He shall preside at meetings of the Board of Directors, the Executive Committee and the membership.
4. The Vice President shall perform such functions as may be designated or assigned by the President or the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and functions of the President.
5. The Secretary shall transcribe and maintain minutes of meetings of the membership, of the Board of Directors, and of the Executive Committee and shall perform such functions involved in communications with members and others as may be assigned by the President or the Board of Directors.
6. The Treasurer shall receive and deposit to the credit of the Association, In one or more banks or banking institutions approved by the Board of Directors, all current and un-invested funds belonging to the Association that are not in separate accounts of the standing committees. The Treasurer shall pay all such sums as may be due by the Association when included in the budget, approved by the Board of Directors, or approved in writing by the President. The Board of Directors may from time to time specify, may be bonded in such amount as the Board shall determine, the cost thereof to be borne by the Association.
7. The Board of Directors, at its discretion, may appoint assistant officers who shall perform such duties and functions as may be assigned by the Board or by the President. An assistance officer shall not be eligible to vote at meetings of the Board except in the absence or disability of the officer to which he is the assistant.
8. The fiscal year and the membership year of the Association shall begin on October 1 and end on September 30 each year.

Section 4 – Committees

1. The President shall appoint, with the approval of the Board of Directors or the membership, from among the membership of the Association, the following standing committees to serve until the next annual meeting:
 - a. Awards
 - b. Finance
 - c. Newsletter
 - d. Program
 - e. Sheep and Wool Crafts Festival
 - f. Wool Pool

2. The Board of Directors shall prescribe the functions of the committees from time to time and may charge, discontinue, alter, and enlarge the committee so appointed and fill vacancies which may occur.
3. The President, by and with the advice and consent of the Board of Directors, may appoint such additional or special committees as he shall, from time to time, deem advisable.
4. Each committee shall be composed of at least three (3) members who shall be active members of the Association.
5. The President and Vice President shall be ex-officio members of all committees.
6. Each committee chairman shall furnish a financial statement to the Treasurer at least thirty (30) days prior to the annual meeting.

ARTICLE IV

Section 1 – Meetings of the Membership

1. The annual meeting of the membership of the Association shall be held at such a place and time and upon such notice as the Board of Directors may determine. In the absence of other provisions, the annual meeting shall be held the third Saturday of October at 7:00 p.m. of each year. At the annual meeting, the agenda shall include the delivery of reports by the President, Treasurer, and chairmen of the standing committee, the election of officers and such other business that shall properly come before the meeting.
2. Special meetings of the membership of the Association may be called by the President, by vote of the Board of Directors, or by the written request of any twenty-five (25) active members of the Association and upon written notice mailed to each member of the Association not less than two weeks before each meeting. Such notice shall state the purpose of the special meeting and no business other than that stated in the notice of the meeting shall be transacted.
3. Meetings of the membership of the Association shall have no quorum requirement for the transaction of business; a simple majority vote of those voting shall be sufficient for approval of business. Each active and honorary member shall be entitled to cast one vote on each matter to be determined.
4. Votes may be cast by members of the Association in person only, and voting by proxy shall not be permitted except that (a) other members of an active or honorary member's immediate family may cast a vote, in person, for that member; (b) members may be permitted to cast votes by mail at such times and in such a manner as the Board of Directors may expressly determine with respect to a stated proposal or in connection with any election.
5. At least thirty (30) days prior to each annual meeting, the President shall appoint a Nominating Committee of not less than three (3) nor more than six (6) members, not more than one-third of whom may be members of the Board of Directors who shall submit the names of candidates for the four (4) officers and one-third of the Board of Directors at the annual meeting. Additional nominations may be made from the floor during the annual meeting provided such members so nominated have consented to serve, if elected.
6. At an annual meeting any business may be considered, whether or not specified in the notice of the meeting, except an amendment to these By-Laws with respect to which there must be prior written notice to the membership. The presiding officer shall determine the agenda and order of business.

ARTICLE V

Section 1 – Amendments

1. Amendments to these By-Laws may be proposed by the Board of Directors or by any twenty-five (25) active members of the Association and shall be mailed by the Secretary to each member of the Association accompanied by the notice of the meeting at which the same is to be considered. Any amendment, modification, or repeat of any By-Law or provision herein shall be effective when approved by the affirmative vote of two-thirds of the active and honorary members voting at the meeting or by mail when provided by the Board of Directors.